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OF COUNSEL
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March 1, 1995

RECORDATION NO. 17892-E & F
FILED 1476

MAR 1 1995 - 11 15 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

MAR 1 11 14 AM '95

RECEIVED
OFFICE OF THE
SECRETARY

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of each of the following documents: a Memorandum of Master Equipment Lease Agreement (with Lease Schedule No. 807 attached), dated as of February 28, 1995; and Memorandum of Master Equipment Lease Agreement (with Schedule No. 808 attached) also dated as of February 28, 1995, both being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Master Equipment Lease Agreement No. 1801174, dated as of April 24, 1992, which was recorded with the Commission under Recordation Number 17892.

The names and addresses of the parties to the enclosed documents are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Avenue
Norwalk, Connecticut 06856

Lessee: ConAgra, Inc.
One ConAgra Drive
Omaha, Nebraska 68102

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached to Schedule Nos. 807 and 808.

Kim L. Bentman

Mr. Vernon A. Williams
March 1, 1995
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Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

MARCH 1, 1995

ROBERT W. ALVORD
ALVORD & ALVORD
918 16TH ST NW SUITE 200
WASHINGTON DC 20006-2973

Dear MR. ALVORD:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/1/95 at 11:15AM, and assigned recordation number(s). 17892-E and 17892-F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

MAR 1 1995 - 11 15 AM

INTESTATE COMMERCE COMMISSION

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 807 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One Conagra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement. *Ques*

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 28th day of February, 1995.

PITNEY BOWES CREDIT CORPORATIONBY: *Michael J. Leyh*

ITS: _____

MICHAEL J. LEYH
Vice President
Credit/Operations

CONAGRA, INC.BY: *J.P. J. Donnell*

ITS: _____

**Vice President-Finance
and Treasurer**

Kim L. Bartman

EXHIBIT A

One (1) Used 7TM Trackmobile serial #7TM-7287

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
) SS:
County of Fairfield)

On this 28th day of February, 1995, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Aida Velazquez
Signature of Notary Public
Aida Velazquez

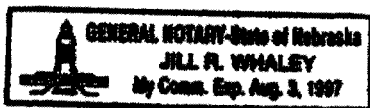
My commission expires October 31, 1999

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

state of Nebraska)
) SS:
county of Douglas)

On this 28th day of February, 19 95, before me personally appeared J.P. O'Donnell, to me personally known, who being by me duly sworn, says that he is the Vice President - Finance & Treasurer of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jill R. Whaley
Signature of Notary Public

My commission expires August 3, 1997

Seal